FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Ty	pe Response	s)															
1. Name and Address of Reporting Person *- GUNNING DAVID H				2. Issuer Name and Ticker or Trading Symbol CLEVELAND CLIFFS INC [CLF]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) 1100 SUPERIOR AVENUE, 15TH FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 04/16/2004							X Offic	er (give title bel	ow) Vice Chairm	Other (specify ban	pelow)	
(Street) CLEVELAND, OH 44114				4. If Amendment, Date Original Filed(Month/Day/Year)							n/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person					
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu							Securities	uired, Disp	ired, Disposed of, or Beneficially Owned				
(Instr. 3) Dat		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		ĺ	Cod (Ins			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned Foll Reported Transaction(s)		ollowing	6. Ownership Form:	Beneficial		
						ode	v	Amoun	(A) or	Price	(Instr. 3 a	3 and 4)		Direct (D) or Indirect (I) (Instr. 4)			
Common	Stock		04/16/2004				F	(1)		1,001		\$ 58.7	, 38,171			D	
								t	he fo	orm dis	splays a	curr refici:	ently valid	OMB con	spond unle trol numbe		
											tible secu				1		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/	Execution Da	ite, if	if Transaction Code ar) (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		Ar Un Se	Title and nount of iderlying curities sistr. 3 and	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owners Form of Derivati Security Direct (1 or Indire	Beneficial Ownership (Instr. 4)	
					Code	V	(A)		Date Exerc		Expiratio Date	n Tit	Amount or Number of Shares				

Reporting Owners

P (0 N /	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
GUNNING DAVID H 1100 SUPERIOR AVENUE 15TH FLOOR CLEVELAND, OH 44114	X		Vice Chairman					

Signatures

/s/ David H. Gunning	04/19/2004
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Surrender of shares in payment of tax liability incurred on April 16, 2004, the date of restricted stock vesting to the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.